

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS, INC.,
et al.,

Debtors.

Chapter 11

Case No. 08-13555 (JMP)
(Jointly Administered)

**ORDER AUTHORIZING AND APPROVING DEBTOR LCPI'S
REJECTION OF AMENDED AND RESTATED
MASTER REPURCHASE AGREEMENT WITH SIXTH GEAR**

Upon the motion dated October 27, 2008 (the "Motion") by Sixth Gear Funding Trust and Sixth Gear Solutions Corp. (together, "Sixth Gear") for an Order, pursuant to 11 U.S.C. § 365(d)(2), requiring Lehman Commercial Paper Inc. ("LCPI") to assume or reject the Amended and Restated Master Repurchase Agreement dated May 9, 2008 (the "MRA") and related agreements within 15 days; and notice of the Motion and the hearing thereon having duly been given to the Standard Parties in accordance with the procedures set forth in the order dated September 22, 2008 governing case management procedures entered by this Court in Case No. 08-13555 (Docket No. 285); and upon LCPI's Response to the Motion dated November 17, 2008 (the "Response"); and upon Sixth Gear's Reply in further support of the Motion dated November 19, 2008; and upon the record of the hearing held on November 20, 2008; it is hereby

ORDERED, that the Motion is resolved as set forth below; and it is further

ORDERED, that, pursuant to Section 365(a) of the Bankruptcy Code, the MRA and related agreements are rejected; and it is further

ORDERED, that Sixth Gear may file a proof of claim for any damages resulting from LCPI's rejection of the MRA and related agreements on or before the bar date to be fixed by this Court for the filing of general unsecured claims against LCPI; and it is further

ORDERED, that LCPI reserves the right to assert the claims against Sixth Gear set forth in the Response, whether as an offset or recoupment against Sixth Gear's rejection damage claim or otherwise, and Sixth Gear reserves the right to assert any defenses, claims or counterclaims or to commence any proceeding with respect thereto.

Dated: New York, New York
November 21, 2008

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge